

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

August 8, 1991

RECORDATION NO. 17256-A FILED 1425

1--221A032

AUG 8 1991 2:25 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of an Amendment Dated as of July 18, 1991 to Memorandum of Lease Agreement dated as of December 14, 1990, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of December 14, 1990, which was duly filed and recorded on March 18, 1991 and assigned Recordation Number 17256.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Westvaco Corporation
299 Park Avenue
New York, NY 10171

AUG 9 1 47 PM '91
MOTOR OPERATING UNIT

A description of the railroad equipment covered by the enclosed document is:

Forty (40) 100-ton rotary dump woodchip gondola railcars with a 7,452 cubic foot capacity bearing the following marks and numbers:

WVCX 2120 through WVCX 2159, inclusive.

Ms. Mildred Lee

August 8, 1991

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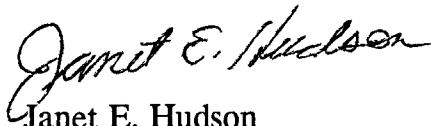
Also enclosed is a payment of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Amendment Dated as of July 18, 1991 to Memorandum of Lease Agreement dated as of December 14, 1990 between Greenbrier Railcar, Inc., Lessor, and Westvaco Corporation, Lessee, covering forty (40) 100-ton rotary dump woodchip gondola railcars with a 7,452 cubic foot capacity bearing marks and numbers WVCX 2120 through WVCX 2159, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

8/9/91

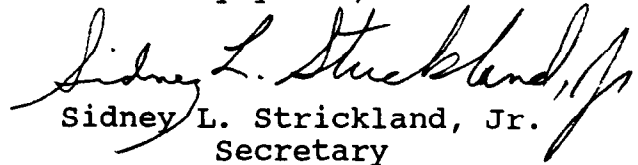
OFFICE OF THE SECRETARY

Janet E. Hudson
The Greenbrier Companies
One Centerpointe Drive
Suite 200
Lake Oswego, Oregon 97035

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/9/91 at 2:00pm, and assigned recordation number(s). 17256-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17252-A
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INTERSTATE COMMERCE COMMISSION

AMENDMENT DATED AS OF JULY 18, 1991

TO

MEMORANDUM OF LEASE AGREEMENT

DATED AS OF DECEMBER 14, 1990

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

WESTVACO CORPORATION ("LESSEE")

Amendment dated as of July 18, 1991 to MEMORANDUM OF LEASE made and entered into as of December 14, 1990 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Westvaco Corporation, a Delaware corporation, ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease of forty (40) 100-ton rotary dump woodchip gondola railcars with a 7,452 cubic foot capacity and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to reflect the correct markings for the cars by changing the railroad reporting marks from "WCVX" to "WVCX."

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Paragraph 1 is amended by deleting it in its entirety and substituting the following:

"1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor forty (40) 100-ton rotary dump woodchip gondola railcars with a 7,452 cubic foot capacity bearing the following marks and numbers:

WVCX 2120 through WVCX 2159, inclusive."

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of July 18, 1991

GREENBRIER RAILCAR, INC.

By:

Norris M. Webb, V.P.

WESTVACO CORPORATION

By:

James G. Thompson
Vice President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 8th day of August, 1991, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Henderson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF New York)
) ss.
COUNTY OF New York)

On this 2nd day of August, 1991, before me personally appeared James S. Thompson, to me personally known, who being by me duly sworn, says that he is the Vice President of WESTVACO CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

John R. Smith
NOTARY PUBLIC

My commission expires:

L071811.WV
JOHN R. SMITH
NOTARY PUBLIC, State of New York
No. 31-4524118
Qualified in New York County
Commission Expires July 31, 1992